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9 Attorneys for The Billing Resource,
dba Integretel

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

5 In re
6 THE BILLING RESOURCE, dba
7 INTEGRETEL, a California corporation
8 Debtor.
9 Tax ID: 33-0289863

Case No. 07-52890 ASW

Chapter 11

**DECLARATION OF EVAN MEYER IN
SUPPORT OF MOTION TO APPROVE
USE OF CASH COLLATERAL**

Date: November 30, 2007
Time: 10:15 a.m.
Place: United States Bankruptcy Court
280 South First Street
San Jose, California
Judge: Hon. Arthur S. Weissbrodt
Courtroom: 3020

1 I, Evan Meyer, declare as follows:

2 1. I am over the age of 18 years and if called upon to testify could and would testify
3 competently to the matters set forth herein based upon my own personal knowledge. I have a
4 Bachelor's of Science degree from California State Polytechnic University, Pomona, and a
5 Masters of Business Administration from the University of Washington. I am also a Certified
6 Public Accountant. I was a senior member of the Corporate Finance, Recovery and Disputes
7 group at Price Waterhouse LLP in San Francisco, California, from 1994 to 1998 where I assisted
8 management of financially troubled companies to achieve financial and operational stability. In
9 1998, I became Director of Finance of the debtor The Billing Resource dba Integretel (the
10 "Debtor") and later became Vice President of Finance of the Debtor. At the Debtor, I was
11 responsible for all finance, treasury, legal, human resources, and administrative functions.

12 2. I have been the Chief Financial Officer of PaymentOne Corporation ("P1") since
13 the formation of P1 in 2001. I am not an officer of the Debtor, but continue to provide financial
14 services to them through a contract arrangement. P1 is a subsidiary of the Debtor, with the Debtor
15 owning more than ninety-seven percent (97%) of P1's voting stock. Both P1 and the Debtor are in
16 substantially the same business, performing collection services for customers.

17 3. This declaration is submitted in support of the Debtor's request for further interim
18 use of cash collateral through December 14, 2007.

19 4. I have prepared a weekly operating cash budget for the Debtor for the period
20 commencing on the filing of this bankruptcy case and ending on December 28, 2007 (the
21 "Budget") reflecting the Debtor's latest results from previous weeks and projection for the coming
22 month. That Budget is attached hereto as Exhibit "A." This Budget assumes that the Debtor
23 continues to hold \$1.76 million in a blocked debtor in possession account throughout this period
24 pursuant to the Court's previous order.

25 5. The Budget indicates that the Debtor will be able to continue to operate during this
26 period with no new infusion of cash. The Budget indicates that there will be significant cash at all
27 times available for the Debtor, including in excess of \$3.0 million in unrestricted cash at the end of
28 December, as shown on line 46.

1 6. It is my professional opinion that the past results shown in the Budget are
2 reasonably accurate, that the assumptions made in the Budget are reasonable, and that the
3 Budget's projections of future financial results are also reasonable.

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5 I declare under penalty of perjury under the laws of the United States of America that the
6 foregoing is true and correct. Executed on November 29, 2007, at San Jose, California.

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/s/ Evan Meyer

EVAN MEYER

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DEBTOR'S BUDGET
11-29-07 Revised Version
84%
The Billing Resource dba Integrated
Weekly Operating Cash Budget
For the Period Ending **January 28, 2007**

DEBTOR'S BUDGET
11-29-07 Revised Version

SEE NOTES ON SEPARATE PAGE.

**The Billing Resource dba Integrated
Weekly Operating Cash Budget
For the Period Ending December 28, 2007**

84% **DEBTOR'S BUDGET**
11-29-07 Revised Version

Week Ending	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Total
9/21/07	9,289.07	10,503.07	18,120.07	16,193.07	16,256.07	11,230.07	16,809.07	14,165.07	14,230.07	12,770.07	12,140.07	12,210.07

NOTES:

{1} Assumed recovered paid through customers previously established through October 6, 2007.

{2} Assumed IEC costs needed from PARS and recovered from customer through settlement process, but follows new authority related to process not reflected on this schedule.

{3} Consistent with prior estimates, PARS ICS incurred for services performed by accounting, finance, treasury, human resources, facilities, and settlement personnel on TBR's payroll.

{4} Pay the Vinton liquidation, approximately \$241,250 of the withheld payments will be retained as "Additional Reserves". In addition, \$723,750 will be retained as "Additional Reserves" from the September through November 2007 PARS (equivalent to \$241,250 per month). Total \$241,250 embedded in total amount of withheld payments on Line 2 pertaining to the August Vinton PARS.

{5} Updated budget assumes \$1.7 MM will remain in blocked account. Prior budget assumed return of \$1.7MM.

{6} Budget assumes fees for Debtor and Creditors Committee Insurance Counsel and financial consultants to the Debtor. It also assumes the Debtor will obtain a preliminary injunction with respect to the Florida litigation.

Per stipulation, Vinton released withheld payments totaling \$1,330,642 in 11/2 and 11/19.

{7} IEC cash receipt includes a pre and post position amount. Further analysis is required to determine correct classification. Once known, amounts will be transferred to appropriate bucket.

{8} Updated budget assumes additional legal fees in the Florida action. Customer who filed validation/rebates stream owned by PaymentOne, 15/05 to 05/07 revenue amount was \$1,15k per month (forecast minimum), \$907 amount was \$20.1k, and 10/07 amount was \$74.1k. The \$74.1k for OCT included in the \$394.9k TBR service fees earned the week ended 11/16/07.